



Board of Directors Charter

Context

The Charter of the Board of Directors operates within the Vision, Mission, Purpose and Values of the Julian Burton Burns Trust (Burns Trust) and above all, each member of the Board of Directors needs to endorse, uphold and contribute to achieving them if they are to carry out their duties on behalf of the Burns Trust.

The Charter is intended to encapsulate the philosophy of the Burns Trust, as set out in its objects, and provide a means by which the management and operation of the Burns Trust, both now and into the future, can be carried out to ensure that the benefits of the Burns Trust are maximised.

Principles of Governance

The Board's primary responsibility is to ensure that the Burns Trust has clearly established goals and objectives, and strategies for achieving them, that they are appropriate in the circumstances and that they are understood by management. The goals and objectives are embodied in the Vision and Mission of the Burns Trust which directly refer to the objects as set in the Trust Deed.

The Board has the fiduciary duty to govern control the Burns Trust on behalf of its owners not to manage it. The owners are the broad range of individuals and organisations that generously and in good faith make contributions to it and those people that are recipients of its goods and services. Management, under the direction of the CEO, is responsible for implementing the strategic directions set by the Board.

Governance Process

While the Board and CEO are two quite separate roles, there is effectively a partnership between the Board and Senior Management through the CEO, in as much as both groupings are working in their own distinct ways to bring about the same outcomes.

The Board, with the CEO and Senior Management, determines the range of policies that provide a frame work within which the CEO and paid and unpaid employees and contractors work. These policies are reviewed and updated by the Board from time to time and copies of them can be obtained from the CEO.

The Board governs with an emphasis on:

- looking forward and outward
- ensuring the relevance of the organisation to contemporary priority issues
- strategic leadership and agenda setting
- ensuring the organisation has appropriate strategic direction and the resources and capability to implement them
- encouraging diversity and opinions and views
- collective decision making
- the partnership between itself and the CEO as a team and
- pro-activity

Composition

The Board currently comprises of six non-executive directors together with the Chief Executive Officer (CEO). Directors have been and will be selected by reference to their experience and qualifications, charitable interests and, where appropriate, their ability to promote the interests of the Burns Trust. The Chairman is elected by the Board.

Non-executive directors act in an honorary capacity, receiving no remuneration for their services as directors beyond the reimbursement of certain travel and other out-of-pocket expenses. They may serve up to two terms of three years each and renewed on a rotating basis.

Committees

The Board may establish Committees to assist it in meeting its responsibilities. Charters covering matters relevant to their operation will be adopted for each such Committee.

Role and Responsibilities

The Board provides continuity for the organisation by ensuring the ongoing existence of the legal and concept entity that is the Burns Trust, regardless of any changes in the person that is from time to time the CEO.

Key responsibilities of the Board, some of which may be delegated to future Committees, include:

- contributing to the development of and approving strategic, business and marketing strategies, ensuring that the Burns Trust has clearly established goals and objectives;
- reviewing and approving budgets, business and financial plans;
- understanding the operations of the Burns Trust and monitoring financial performance to ensure that the Burns Trust has sufficient resources to fulfill its role to carry on its operations and adequately to finance the services it provides as a result of the implementation of the agreed strategies;
- ensure continued compliance with legal obligations of the Burns Trust, taxation requirements particularly with respect to tax deductibility, fundraising licenses and the promoting the image of the Burns Trust;
- appointing and assessing the performance and remuneration of the CEO and approving the appointment and remuneration of other senior managers;
- accounting via the Annual Report and Annual General Meeting to the Members and to the public on the Burns Trust's achievements and on the expenditure of funds;
- exercising a stewardship role in the management of the Burns Trust's assets by ensuring control, monitoring, accountability and reporting mechanisms which address areas of significant risk including occupational health issues and legal compliance obligations are in place and effective, and;
- ensuring that the highest ethical standards are maintained at all times in accordance with the Burns Trust's values

The Board ensures that the Trust Deed and governance processes are independently reviewed for effectiveness and relevance at least once every five years, as required by the Trust Deed, including seeking the views of the Members on the effectiveness of the governance process.

Performance Evaluation

The Board reviews its own performance and contribution to meeting the Burns Trust's strategic goals on an annual basis, taking into account both the requirements of the law and the provisions and requirements of the Trust Deed, and is expected to evaluate that performance with the support of an external facilitator every two years as part of ensuring that its effectiveness is maximised. The performance of Board Committees is assessed by the Board periodically.